

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that Phillip W. Nelson of Holland & Knight LLP hereby appears in the above-referenced chapter 11 cases to represent Alter Domus (US) LLC (“*Alter Domus*”) in its capacities as (i) the Prepetition Second Lien Agent and (ii) the Prepetition Second Lien Sidecar Agent, and (iii) the Prepetition HoldCo Agent, each as defined in the Debtors’ DIP Financing Motion² pursuant to 11 U.S.C. § 1109(b) and Rules 2002, 9007, and 9010(b) of the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² *Debtor’s Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief* [Docket No. 51] (the “**DIP Financing Motion**”).

Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(d) of the Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and hereby requests that copies of all notices and pleadings given or required to be given in these cases, and all papers served or required to be served in these cases, be delivered and served upon him pursuant to the following address, telephone and facsimile numbers, and email address, and further requests to be added to the master service list established in these cases:

Phillip W. Nelson
HOLLAND & KNIGHT LLP
150 N. Riverside Plaza, Suite 2700
Chicago, Illinois 60606
Telephone: 312.263.3600
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PLEASE TAKE FURTHER NOTICE that this constitutes not only a request for service of the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, a request for service of all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, telegraph, telex, electronic mail, or otherwise, that (i) affects or seeks to affect in any way any rights or interests of any creditor or party in interest in this case, with respect to (a) the debtors in the above-captioned case (the “**Debtors**”) and any related adversary proceedings, whether currently pending or later commenced, (b) property of the Debtors’ estates, or proceeds thereof, in which the Debtors may claim an interest, or (c) property or proceeds thereof in the possession, custody, or control of others that the Debtors may seek to use, or (ii) requires or seeks to require any act or other conduct by a party in interest.

PLEASE TAKE FURTHER NOTICE that this notice of appearance and any subsequent appearance, pleading, claim, or suit is not intended nor shall be deemed to waive the rights of the Alter Domus or any entity for which it is an agent: (i) to have an Article III judge adjudicate, in the first instance, any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (ii) to have final orders in a non-core case, proceeding, matter, or controversy entered only after an opportunity to object to proposed findings of fact and conclusions of law and a *de novo* review by a district court judge; (iii) to trial by jury in any case, proceeding, matter, or controversy so triable; (iv) to have the reference withdrawn by the United States District Court in any case, proceeding, matter, or controversy subject to mandatory or discretionary withdrawal; or (v) any other rights, claims, actions, defenses, setoffs, or recoupments to which Alter Domus or any entity for which it is an agent are or may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved. For the avoidance of doubt, filing this notice is not intended as, and shall not be, Alter Domus's consent, in any capacity, to the entry of final orders and judgments in any case, proceeding, matter, or controversy, as required pursuant to Article III of the United States Constitution.

Dated: November 12, 2024
 Wilmington, Delaware

/s/Phillip W. Nelson

Phillip W. Nelson
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Counsel to Alter Domus (US) LLC

Certificate of Service

I certify that on November 12, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware on all parties requesting electronic notification in this case in accordance with Del. Bankr. L. R. 9036-1(b).

/s/Phillip W. Nelson

Phillip W. Nelson